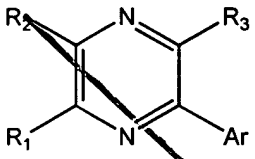


or a pharmaceutically acceptable salt thereof, wherein:

C1

Ar is substituted phenyl, optionally substituted napthyl, or an optionally substituted heterocyclic group having from 1 to 3 rings, and 3 to 8 ring members in each ring and 1 to about 3 hetero atoms;

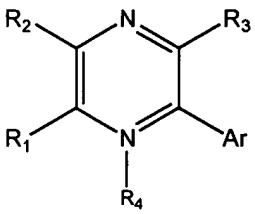
R_1 and R_3 are each independently hydrogen, halogen, cyano, nitro, amino, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted mono or dialkylamino, optionally substituted alkoxy, optionally substituted alkylthio, optionally substituted alkylsulfinyl, or optionally substituted alkylsulfonyl; and

R_2 is halogen, cyano, nitro, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted alkylamino, optionally substituted alkoxy, optionally substituted alkylthio, optionally substituted alkylsulfinyl, or optionally substituted alkylsulfonyl;

with the proviso that if Ar is phenyl substituted with halogen, napthyl, or naphthyl substituted with halogen, then the compounds where R_3 is hydrogen or amino are excluded.

C2 And D1

3. (amended) A compound of the formula:



or a pharmaceutically acceptable salt thereof, wherein:

R_1 is selected from H, C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, halogen, CN, C_{1-4} haloalkyl, trifluoromethyl, trifluoromethoxy, -NH(C_{1-4} alkyl), -N(C_{1-4} alkyl)(C_{1-4} alkyl), -O(C_{1-4} alkyl), and $S(O)_n$(C_{1-4} alkyl);

R_2 is selected from the group consisting of $-XR_A$ and Y, wherein –X, R_A, and Y are defined below and with the proviso that R_2 is not $-NH_2$; and

R_3 is selected from the group consisting of hydrogen, halogen, C_{1-4} alkyl, -O(C_{1-4} alkyl), -NH(C_{1-4} alkyl), -N(C_{1-4} alkyl)(C_{1-4} alkyl), and -S(O)$_n$(C_{1-4} alkyl), haloalkyl, trifluoromethyl, trifluoromethoxy, $-XR_A$ and Y;

R_4 is absent or an oxygen atom;

Ar is phenyl, mono-, di-, or tri-substituted with R_C, or

Ar is selected from the group consisting of:

naphthyl, pyridyl, pyridonyl, pyrimidinyl, and thiophenyl, each of which is unsubstituted or mono-, di-, or tri-substituted with R_C;

with the proviso that if Ar is phenyl substituted with halogen, napthyl, or naphthyl substituted with halogen, then the compounds where R_3 is hydrogen are excluded;

R_A and R_B, which may be the same or different, are independently selected at each occurrence from the group consisting of: hydrogen and straight, branched, or cyclic alkyl groups consisting of 1 to 8 carbon atoms, which may contain one or more double or triple bonds, each of which may be further substituted with one or more substituent(s) selected from oxo, hydroxy, halogen, -O(C_{1-4} alkyl), -NH(C_{1-4} alkyl), -N(C_{1-4} alkyl)(C_{1-4} alkyl), -NHC(O)(C_{1-4} alkyl), -N(C_{1-4} alkyl)C(=O)(C_{1-4} alkyl), -NHS(O)$_n$(C_{1-4} alkyl), -S(O)$_n$(C_{1-4} alkyl), -S(O)$_n$NH(C_{1-4} alkyl), -S(O)$_n$N(C_{1-4} alkyl)(C_{1-4} alkyl), and Z;

R_C is independently selected at each occurrence from the group consisting of halogen, cyano, haloalkyl, trifluoromethyl, trifluoromethoxy, hydroxy, amino, and C_{1-6} alkyl optionally substituted with 0-2 R_D, C_{2-6} alkenyl substituted with 0-2 R_D, C_{1-4} alkynyl substituted with 0-2 R_D, C_{3-7} cycloalkyl substituted with 0-2 R_D, (C_{3-7} cycloalkyl)C_{1-4} alkyl substituted with 0-2 R_D, -O(C_{1-4} alkyl) substituted with 0-2 R_D, -NH(C_{1-4} alkyl) substituted with 0-2 R_D, -N(C_{1-4} alkyl)(C_{1-4} alkyl) each independently substituted with 0-2 R_D, $-XR_A$, and Y;

R_D is independently selected at each occurrence the group consisting of halogen, hydroxy, cyano, C_{1-4}alkyl, -O(C_{1-4}alkyl), -NH(C_{1-4}alkyl), -N(C_{1-4}alkyl)(C_{1-4}alkyl), morpholino, pyrrolidino, piperidino, thiomorpholino, piperazino, 4-hydroxypiperidino, -S(O)$_n$(C_{1-}

$_4$alkyl), trifluoromethyl, trifluoromethoxy, $CO(C_{1-4}alkyl)$, $CONH(C_{1-4}alkyl)$, $CON(C_{1-4}alkyl)(C_{1-4}alkyl)$, $-XR_A$, and Y;

X is independently selected at each occurrence from the group consisting of $-CH_2-$, $-CHR_B-$, -O-, -C(=O)-, -C(=O)O-, $-S(O)_n-$, -NH-, $-NR_B-$, -C(=O)NH-, $-C(=O)NR_B-$, $-S(O)_nNH-$, $-S(O)_nNR_B-$, -OC(=S)S-, -NHC(=O)-, $-NR_BC(=O)-$, $-NHS(O)_n-$, $-OSiH_n(C_{1-4}alkyl)_{2-n}-$, and $-NR_BS(O)_n-$; and

Y and Z are independently selected at each occurrence from the group consisting of: 3- to 7-membered carbocyclic and heterocyclic groups, which are saturated, unsaturated, or aromatic, which may be substituted with one or more substituents selected from halogen, haloalkyl, oxo, hydroxy, amino, C_{1-4} alkyl, $-O(C_{1-4}$ alkyl), $-NH(C_{1-4}$ alkyl), $-N(C_{1-4}$ alkyl)$(C_{1-4}$ alkyl), and $-S(O)_n(C_{1-4}$ alkyl), and

said 3- to 7-membered heterocyclic groups contain one or more heteroatom(s) selected from N, O, and S, with the point of attachment being either carbon or nitrogen; and

n is independently selected at each occurrence from 0, 1, and 2.

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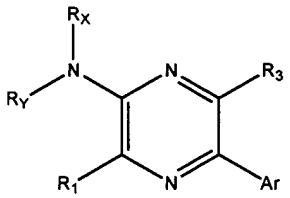
9. (twice amended) A compound of the Formula:



Formula A

wherein:

R_1 is selected from H, C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, halogen, CN, C_{1-4} haloalkyl, trifluoromethyl, trifluoromethoxy, $-NH(C_{1-4}$ alkyl), $-N(C_{1-4}$ alkyl)$(C_{1-4}$ alkyl), $-O(C_{1-4}$ alkyl), and $S(O)_n(C_{1-4}$ alkyl);

R_3 is selected from the group consisting of hydrogen, halogen, C_{1-4} alkyl, $-O(C_{1-4}$ alkyl), $-NH(C_{1-4}$ alkyl), $-N(C_{1-4}$ alkyl)$(C_{1-4}$ alkyl), and $-S(O)_n(C_{1-4}$ alkyl), haloalkyl, trifluoromethyl, trifluoromethoxy, $-XR_A$ and Y;

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R_X and R_Y are the same or different and are independently selected from: hydrogen and straight, branched, or cyclic alkyl groups consisting of 1 to 8 carbon atoms, each of which alkyl groups may contain one or more double or triple bonds, and may be further substituted with one or more substituent(s) selected from oxo, hydroxy, halogen, -O(C_{1-4} alkyl), -NH(C_{1-4} alkyl), -N(C_{1-4} alkyl)(C_{1-4} alkyl), -NHC(O)(C_{1-4} alkyl), -N(C_{1-4} alkyl)C(=O)(C_{1-4} alkyl), -NHS(O)$_n$(C_{1-4} alkyl), -S(O)$_n$(C_{1-4} alkyl), -S(O)$_n$NH(C_{1-4} alkyl), -S(O)$_n$N(C_{1-4} alkyl)(C_{1-4} alkyl), Z, and phenyl, optionally mono-, di- or tri-substituted with substituents independently chosen from C1-4 alkoxy, C1-4 alkyl, halogen, CF_3, OCF_3, $OCHF_2$, OH, and CN, with the proviso that at least one of R_X or R_Y is not hydrogen; and

Ar is phenyl, mono-, di-, or tri-substituted with R_C, or

Ar is selected from the group consisting of:

naphthyl, pyridyl, pyridonyl, pyrimidinyl, and thiophenyl, each of which is unsubstituted or mono-, di-, or tri-substituted with R_C;

with the proviso that if Ar is phenyl, phenyl substituted with halogen, napthyl, or naphthyl substituted with halogen, then the compounds where R_3 is hydrogen are excluded;

R_A and R_B, which may be the same or different, are independently selected at each occurrence from the group consisting of: hydrogen and straight, branched, or cyclic alkyl groups consisting of 1 to 8 carbon atoms, which may contain one or more double or triple bonds, each of which may be further substituted with one or more substituent(s) selected from oxo, hydroxy, halogen, -O(C_{1-4} alkyl), -NH(C_{1-4} alkyl), -N(C_{1-4} alkyl)(C_{1-4} alkyl), -NHC(O)(C_{1-4} alkyl), -N(C_{1-4} alkyl)C(=O)(C_{1-4} alkyl), -NHS(O)$_n$(C_{1-4} alkyl), -S(O)$_n$(C_{1-4} alkyl), -S(O)$_n$NH(C_{1-4} alkyl), -S(O)$_n$N(C_{1-4} alkyl)(C_{1-4} alkyl), and Z;

R_C is independently selected at each occurrence from the group consisting of halogen, cyano, haloalkyl, trifluoromethyl, trifluoromethoxy, hydroxy, amino, and C_{1-6} alkyl optionally substituted with 0-2 R_D, C_{2-6} alkenyl substituted with 0-2 R_D, C_{1-4} alkynyl substituted with 0-2 R_D, C_{3-7} cycloalkyl substituted with 0-2 R_D, (C_{3-7} cycloalkyl)C_{1-4} alkyl substituted with 0-2 R_D, -O(C_{1-4} alkyl) substituted with 0-2 R_D, -NH(C_{1-4} alkyl) substituted with 0-2 R_D, -N(C_{1-4} alkyl)(C_{1-4} alkyl) each independently substituted with 0-2 R_D, -XR_A, and Y;

R_D is independently selected at each occurrence the group consisting of halogen, hydroxy, cyano, C_{1-4}alkyl, -O(C_{1-4}alkyl), -NH(C_{1-4}alkyl), -N(C_{1-4}alkyl)(C_{1-4}alkyl), morpholino, pyrrolidino, piperidino, thiomorpholino, piperazino, 4-hydroxypiperidino, -S(O)$_n$(C_{1-4}alkyl), trifluoromethyl, trifluoromethoxy, CO(C_{1-4}alkyl), CONH(C_{1-4}alkyl), CON(C_{1-4}alkyl)(C_{1-4}alkyl), -XR_A, and Y;

C 3
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cont

X is independently selected at each occurrence from the group consisting of -CH_2-, -CHR_B-, -O-, -C(=O)-, -C(=O)O-, -S(O)$_n$-, -NH-, -NR_B-, -C(=O)NH-, -C(=O)NR_B-, -S(O)$_n$NH-, -S(O)$_n$$NR_B$-, -OC(=S)S-, -NHC(=O)-, -NR_BC(=O)-, -NHS(O)$_n$-, -OSiH_n(C_{1-4}alkyl)$_{2-n}$-, and –NR_BS(O)$_n$-;

Y and Z is independently selected at each occurrence from the group consisting of: 3- to 7-membered carbocyclic and heterocyclic groups, which are saturated, unsaturated, or aromatic, which may be substituted with one or more substituents selected from halogen, haloalkyl, oxo, hydroxy, amino, C_{1-4} alkyl, -O(C_{1-4} alkyl), -NH(C_{1-4} alkyl), -N(C_{1-4} alkyl)(C_{1-4} alkyl), and -S(O)$_n$(C_{1-4} alkyl), and

said 3- to 7-membered heterocyclic groups contain one or more heteroatom(s) selected from N, O, and S, with the point of attachment being either carbon or nitrogen; and

n is independently selected at each occurrence from 0, 1, and 2.

REMARKS

The Applicants appreciate the Examiner's thorough examination of the subject application and request reconsideration of the subject application based on the following remarks.

Claims 1, 3, and 9 have been amended. No new matter has been added by the claim amendments. Support for the amendment to claims can be found in the claims as originally filed and throughout the specification.